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8 UNITED STATES DISTRICT COURT
9 NORTHERN DISTRICT OF CALIFORNIA
10 SAN JOSE DIVISION

11 In re UTSTARCOM, INC. SECURITIES
12 LITIGATION

) Master File No. C-04-4908-JW(PVT)

) CLASS ACTION

13
14 This Document Relates To:

15 ALL ACTIONS.

) [SECOND REVISED PROPOSED] ORDER
) PRELIMINARILY APPROVING
) SETTLEMENT AND PROVIDING FOR
) NOTICE

16 DATE: November 15, 2010

17 TIME: 9:00 a.m.

18 COURTROOM: The Honorable James Ware
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1 WHEREAS, a consolidated action is pending before the Court entitled *In re UTStarcom, Inc.*
2 *Securities Litigation*, Master File No. C-04-4908-JW(PVT) (the “Litigation”);

3 WHEREAS, the Court has received the Stipulation of Settlement dated as of September 8,
4 2010 (the “Stipulation”), that has been entered into by the Lead Plaintiffs and the SoftBank
5 Defendants, and the Court has reviewed the Stipulation and its attached Exhibits;

6 WHEREAS, the Settling Parties having made application, pursuant to Federal Rule of Civil
7 Procedure 23(e), for an order preliminarily approving the settlement of this Litigation, in accordance
8 with the Stipulation which, together with the Exhibits annexed thereto, sets forth the terms and
9 conditions for a proposed settlement of the Litigation as to the SoftBank Defendants and for
10 dismissal of the Litigation with prejudice as to the SoftBank Defendants upon the terms and
11 conditions set forth therein; and the Court having read and considered the Stipulation and the
12 Exhibits annexed thereto;

13 WHEREAS, the Court has previously certified a Class defined as: “All Persons who
14 purchased or otherwise acquired UTStarcom securities between February 21, 2003 and July 23,
15 2007, inclusive, and who did not sell such acquired securities before October 23, 2003, who were
16 damaged.” Excluded from the Class are the Defendants and officers and directors of UTStarcom,
17 SoftBank Corporation, SoftBank America, Inc. or SoftBank Holdings, Inc., as well as their families
18 and affiliates. Also excluded from the Class are those Persons who timely and validly requested
19 exclusion from the Class; and

20 WHEREAS, all defined terms contained herein shall have the same meanings as set forth in
21 the Stipulation;

22 NOW, THEREFORE, IT IS HEREBY ORDERED:

23 1. The Court does hereby preliminarily approve the Stipulation and the settlement set
24 forth therein, subject to further consideration at the Settlement Hearing described below.

25 2. A hearing (the “Settlement Hearing”) shall be held before this Court on February 7,
26 2011, at 9:00 a.m., at the United States Courthouse, 280 South First Street, San Jose, California, to
27 determine whether the proposed settlement of the Litigation on the terms and conditions provided for
28 in the Stipulation is fair, just, reasonable, and adequate to the Class and should be approved by the

1 Court; whether a Judgment as provided in ¶1.11 of the Stipulation should be entered herein; whether
 2 the proposed Plan of Allocation should be approved; to determine the amount of fees and expenses
 3 that should be awarded to plaintiffs' counsel; and to determine the amount of expenses to be
 4 reimbursed to the Plaintiffs. The Court may adjourn the Settlement Hearing without further notice to
 5 Members of the Class.

6 3. The Court approves, as to form and content, the Notice of Proposed Settlement of
 7 Class Action (the "Notice"), the Proof of Claim and Release form (the "Proof of Claim"), and
 8 Summary Notice annexed as Exhibits A-1, A-2, and A-3 hereto and finds that the mailing and
 9 distribution of the Notice and publishing of the Summary Notice substantially in the manner and
 10 form set forth in ¶¶4-5 of this Order meet the requirements of Federal Rule of Civil Procedure 23
 11 and due process, and is the best notice practicable under the circumstances and shall constitute due
 12 and sufficient notice to all Persons entitled thereto.

13 4. The firm of Gilardi & Co. LLC ("Claims Administrator") is hereby appointed to
 14 supervise and administer the notice procedure as well as the processing of claims as more fully set
 15 forth below:

16 (a) Lead Counsel shall make reasonable efforts to identify all Persons who are
 17 Members of the Class and not later than December 3, 2010 (the "Notice Date"), Lead Counsel shall
 18 cause a copy of the Notice, substantially in the form annexed as Exhibit A-1 hereto, to be mailed by
 19 First-Class-Mail to all Class Members who can be identified with reasonable effort;

20 (b) Not later than December 9, 2010, Lead Counsel shall cause the Summary
 21 Notice to be published once in *Investor's Business Daily*; and

22 (c) At least seven (7) calendar days prior to the Settlement Hearing, Lead Counsel
 23 shall cause to be served on Defendants' counsel and filed with the Court proof, by affidavit or
 24 declaration, of such mailing and publishing.

25 5. Nominees who purchased the securities of UTStarcom for the beneficial ownership of
 26 Class Members during the Class Period shall send the Notice and the Proof of Claim to all beneficial
 27 owners of such UTStarcom securities within ten (10) days after receipt thereof, or, if they have not
 28 already done so in connection with either the Notice of Pendency and Proposed Settlement of Class

1 Action with the UTStarcom Defendants dated May 13, 2010, or the Notice of Pendency dated
2 August 9, 2010, send a list of the names and addresses of such beneficial owners to the Claims
3 Administrator within ten (10) days of receipt thereof, in which event the Claims Administrator shall
4 promptly mail the Notice to such beneficial owners. Lead Counsel shall, if requested, reimburse
5 banks, brokerage houses or other nominees out of the Settlement Fund, solely for their reasonable
6 out-of-pocket expenses incurred in providing notice to beneficial owners who are Class Members,
7 which expenses would not have been incurred except for the sending of such notice, subject to
8 further order of this Court with respect to any dispute concerning such compensation.

9 6. All Members of the Class shall be bound by all determinations and judgments in the
10 Litigation concerning the settlement, whether favorable or unfavorable to the Class.

11 7. Class Members who wish to participate in the settlement shall complete and submit
12 Proofs of Claim, if they have not already done so in connection with the settlement with the
13 UTStarcom Defendants, in accordance with the instructions contained therein. Unless the Court
14 orders otherwise, all Proofs of Claim must be submitted no later than ninety (90) days from the
15 Notice Date. Any Class Member who has not previously or does not timely submit a Proof of Claim
16 within the time provided for, shall be barred from sharing in the distribution of the proceeds of the
17 Settlement Fund, unless otherwise ordered by the Court. Notwithstanding the foregoing, Lead
18 Counsel may, in their discretion, accept late-submitted claims for processing by the Claims
19 Administrator so long as distribution of the Settlement Fund is not materially delayed thereby.

20 8. Any Member of the Class may enter an appearance in the Litigation, at his, her or its
21 own expense, individually or through counsel of their own choice. If he, she or it does not enter an
22 appearance, such Class Member will be represented by Lead Counsel.

23 9. Any Member of the Class may appear and show cause, if he, she or it has any, why
24 the proposed settlement of the Litigation should or should not be approved as fair, reasonable, and
25 adequate, why a judgment should or should not be entered thereon, why the Plan of Allocation
26 should or should not be approved, why attorneys' fees and expenses should or should not be awarded
27 to counsel for the plaintiffs, or why the expenses of the Plaintiffs should or should not be awarded;
28 provided, however, that no Class Member or any other Person shall be heard or entitled to contest

1 such matters, unless that Person has delivered by hand or sent by First-Class-Mail written objections
2 and copies of any papers and briefs such that they are received on or before January 10, 2011, by
3 Robbins Geller Rudman & Dowd LLP, Keith F. Park, 655 W. Broadway, Suite 1900, San Diego,
4 CA 92101; Sullivan & Cromwell LLP, Robert A. Sacks, 1888 Century Park East, Los Angeles, CA
5 90067, and filed said objections, papers, and briefs with the Clerk of the United States District Court
6 for the Northern District of California, San Jose Division, on or before January 10, 2011. Any
7 Member of the Class who does not make his, her or its objection in the manner provided shall be
8 deemed to have waived such objection and shall forever be foreclosed from making any objection to
9 the fairness or adequacy of the proposed settlement as set forth in the Stipulation, to the Plan of
10 Allocation, or to the award of attorneys' fees and expenses to counsel for the plaintiffs or expenses
11 of the Plaintiffs, unless otherwise ordered by the Court.

12 10. All funds held by the Escrow Agent shall be deemed and considered to be in *custodia*
13 *legis* of the Court, and shall remain subject to the jurisdiction of the Court, until such time as such
14 funds shall be distributed pursuant to the Stipulation and/or further order(s) of the Court.

15 11. All opening briefs and supporting documents in support of the settlement, the Plan of
16 Allocation, and any application by counsel for the plaintiffs for attorneys' fees and expenses or by
17 Plaintiffs for reimbursement of their expenses shall be filed and served by December 13, 2010.
18 Replies to any objections shall be filed and served by January 24, 2011.

19 12. Neither the SoftBank Defendants and their Related Parties nor the SoftBank
20 Defendants' counsel shall have any responsibility for the Plan of Allocation or any application for
21 attorneys' fees or expenses submitted by plaintiffs' counsel or the Plaintiffs, and such matters will be
22 considered separately from the fairness, reasonableness, and adequacy of the settlement.

23 13. At or after the Settlement Hearing, the Court shall determine whether the Plan of
24 Allocation proposed by Lead Counsel, and any application for attorneys' fees or payment of
25 expenses shall be approved.

26 14. All reasonable expenses incurred in identifying and notifying Class Members, as well
27 as administering the Settlement Fund, shall be paid as set forth in the Stipulation. In the event the
28 settlement is not approved by the Court, or otherwise fails to become effective, neither the Plaintiffs

1 nor any of their counsel shall have any obligation to repay any amounts incurred or properly
2 disbursed pursuant to ¶¶2.6 or 2.7 of the Stipulation.

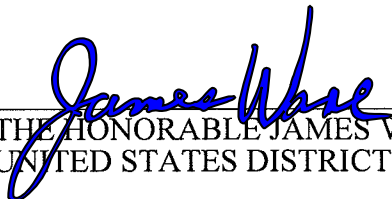
3 15. Neither the Stipulation, nor any of its terms or provisions, nor any of the negotiations
4 or proceedings connected with it, shall be construed as an admission or concession by the SoftBank
5 Defendants of the truth of any of the allegations in the Litigation, or of any liability, fault, or
6 wrongdoing of any kind.

7 16. The Court reserves the right to adjourn the date of the Settlement Hearing without
8 further notice to the Members of the Class, and retains jurisdiction to consider all further
9 applications arising out of or connected with the proposed settlement. The Court may approve the
10 settlement, with such modifications as may be agreed to by the Settling Parties, if appropriate,
11 without further notice to the Class.

12 17. If the Stipulation and the settlement set forth therein is not approved or consummated
13 for any reason whatsoever, the Stipulation and settlement and all proceedings had in connection
14 therewith shall be without prejudice to the rights of the Settling Parties status quo ante.

15 IT IS SO ORDERED.

16
17 DATED: November 17, 2010



THE HONORABLE JAMES WARE
UNITED STATES DISTRICT JUDGE

1 Submitted by:

2 ROBBINS GELLER RUDMAN
3 & DOWD LLP
4 SHAWN A. WILLIAMS
5 DANIEL J. PFEFFERBAUM
6 Post Montgomery Center
One Montgomery Street, Suite 1800
San Francisco, CA 94104
Telephone: 415/288-4545
415/288-4534 (fax)

7 ROBBINS GELLER RUDMAN
8 & DOWD LLP
9 KEITH F. PARK
JOHN J. RICE

10
11 s/ Keith F. Park
KEITH F. PARK

12 655 West Broadway, Suite 1900
13 San Diego, CA 92101
Telephone: 619/231-1058
619/231-7423 (fax)

14 Lead Counsel for Plaintiffs
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16
17
18
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CERTIFICATE OF SERVICE

I hereby certify that on November 15, 2010, I authorized the electronic filing of the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of such filing to the e-mail addresses denoted on the attached Electronic Mail Notice List, and I hereby certify that I caused to be mailed the foregoing document or paper via the United States Postal Service to the non-CM/ECF participants indicated on the attached Manual Notice List.

I further certify that I caused this document to be forwarded to the following Designated Internet Site at: <http://securities.stanford.edu>.

I certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on November 15, 2010.

s/ Keith F. Park
KEITH F. PARK

ROBBINS GELLER RUDMAN
& DOWD LLP
655 West Broadway, Suite 1900
San Diego, CA 92101-3301
Telephone: 619/231-1058
619/231-7423 (fax)

E-mail: KeithP@rgrdlaw.com

Mailing Information for a Case 5:04-cv-04908-JW**Electronic Mail Notice List**

The following are those who are currently on the list to receive e-mail notices for this case.

- **Patricia I. Avery**
pavery@wolfpopper.com
- **Eric J. Belfi**
ebelfi@labaton.com,ElectronicCaseFiling@labaton.com
- **Patrick J. Coughlin**
PatC@rgrdlaw.com,e_file_sd@rgrdlaw.com,e_file_sf@rgrdlaw.com
- **Stephanie L. Dieringer**
sldieringer@huletharper.com,office@huletharper.com
- **Kimberly C. Epstein**
e_file_sf@csgrr.com,mariam@lerachlaw.com,e_file_sf@lerachlaw.com
- **Cheryl Weisbard Fount**
cfount@wsgr.com,bhickman@wsgr.com
- **Marvin L. Frank**
mfrank@murrayfrank.com,info@murrayfrank.com
- **Gregory Phillip Freemon**
GFreemon@rgrdlaw.com
- **Lionel Z. Glancy**
info@glancylaw.com
- **Michael M. Goldberg**
info@glancylaw.com
- **Philip Howard Gordon**
pgordon@gordonlawoffices.com,tmurphy@gordonlawoffices.com
- **Nicole M. Healy**
nhealy@wsgr.com,llow@wsgr.com
- **Sverker Kristoffer Hogberg**
hogbergs@sullcrom.com,singhl@sullcrom.com
- **Shirley H. Huang**
shirleyh@rgrdlaw.com,e_file_sd@rgrdlaw.com,jdecena@rgrdlaw.com,e_file_sf@rgrdlaw.com
- **Terry T. Johnson**
tjohnson@wsgr.com,calendar@wsgr.com,lkerska@wsgr.com,mevenson@wsgr.com
- **Christopher J. Keller**
ckeller@labaton.com,cchan@labaton.com,electroniccsefiling@labaton.com
- **Bryan Jacob Ketrosier**
bketrosier@wsgr.com
- **William S. Lerach**
e_file_sf@lerachlaw.com
- **Elizabeth Pei Lin**
elin@milberg.com,schang@milberg.com,cchaffins@milberg.com
- **Dale MacDiarmid**
info@glancylaw.com
- **Louis David Nefouse**
dnefouse@wsgr.com,lbeltran@wsgr.com
- **Keith F. Park**
keithp@rgrdlaw.com,karnold@rgrdlaw.com,jstark@rgrdlaw.com,e_file_sd@rgrdlaw.com
- **Daniel Jacob Pfefferbaum**
DPfefferbaum@rgrdlaw.com,khuang@rgrdlaw.com,gfreemon@rgrdlaw.com,nrogers@rgrdlaw.com,e_file_sd@rgrdlaw.com,e_file_sf@rgrdlaw.com
- **Mark Punzalan**
mpunzalan@finkelsteinthompson.com,arivas@finkestienthompson.com,srenwick@finkelsteinthompson.com,rrivas@finkelsteinthompson.com,ttien@finkelsteinthomps
- **Rachele R. Rickert**
rickert@whafh.com
- **Darren Jay Robbins**
e_file_sd@rgrdlaw.com

- **Robert Andrew Sacks**
sacksr@sullcrom.com
- **Bahram Seyedin-Noor**
bnoor@wsgr.com,rlustan@wsgr.com
- **Sylvia Sum**
SSum@csgrr.com,e_file_sf@csgrr.com,e_file_sd@csgrr.com
- **Elizabeth K Tripodi**
ekt@ftllaw.com
- **Shawn A. Williams**
shawnw@rgrdlaw.com,khuang@rgrdlaw.com,e_file_sd@rgrdlaw.com,jdecena@rgrdlaw.com,e_file_sf@rgrdlaw.com
- **Jason de Bretteville**
debrettevillej@sullcrom.com,mccauleyr@sullcrom.com,hogbergs@sullcrom.com,thornj@sullcrom.com

Manual Notice List

The following is the list of attorneys who are **not** on the list to receive e-mail notices for this case (who therefore require manual noticing). You may wish to use your mouse to select and copy this list into your word processing program in order to create notices or labels for these recipients.

Sam Brott
550 West C Street
San Diego, CA 92101

Paul T. Curley
Murray Frank & Sailer LLP
275 Madison Avenue
Suite 801
New York, NY 10016

Boris Feldman
Wilson Sonsini Goodrich & Rosati
650 Page Mill Road
Palo Alto, CA 94304-1050

S. A. Siddiqui
Siddiqui Legal Enterprise
P.O. Box 442067
Jacksonville, FL